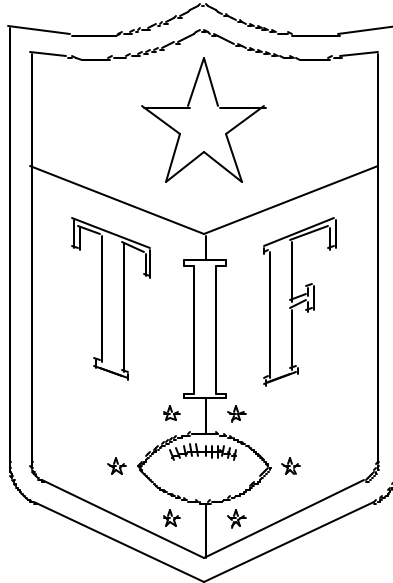


TEXAS INTERCITY FOOTBALL, INC.

BY-LAW PACKAGE

2006



Texas Intercity Football, Inc. (TIFI) was established in 1971 and chartered as a non-profit Corporation under the Laws of the State of Texas in 1972. The six Charter Member Booster Clubs were solid successful programs having been active in Little League Football, Inc. and then, All-Play National, Inc. for two seasons before withdrawing to form TIFI, Texas Intercity Football, Incorporated.

The new corporation was use exempt from Texas State Tax immediately, but it took several agonizing years to be recognized by the Federal Internal Revenue Service. TIFI was added to the IRS Rolls in 1982 and now, contributions to, and in the name of, Texas Intercity Football, Inc., followed by respective Booster Club name. Booster Clubs are tax deductible.

Our Federal Employers Identification Number is registered as:

Texas Intercity Football, Inc.: #23-7434491.

Legal and other official documents governing this Corporation and its franchised member Booster Clubs are provided herein. These include Corporate and Conference Bylaws, Articles of Franchising and TIFI baseline Booster Club Bylaws with compulsory articles for all member Clubs. Copies of forms necessary to comply with TIFI's Corporate and Conference operations are also included.

TIFI strongly suggests that Booster Clubs place their original Bylaws (at least a copy) with amendments that make them current in the section provided. Please feel

free to add any Club, Conference or Corporate documents you deem necessary for year-to-year operation of your Franchise in the miscellaneous section provided for this purpose. Club Bylaws submitted to Conference must be notarized.

Corporate Bylaws

NOTE: Distribution is limited to franchised TIFI Booster Clubs and TIFI's Corporate and Conference Executive Board members. Additional copies of this official TIFI document are available on request at a cost of \$7.50/copy.

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NOTE: TIFI's current official Rules and Regulations Manual with its supplement, Drill Team Competition, is an integral part of TIFI's Conference Bylaws. Member Clubs are urged to update the Conference Bylaws in this package annually by

inserting copies of the most current publications of these two booklets.

APPROVED BYLAWS

for

TEXAS INTERCITY FOOTBALL, INC.

Article I

NAME

- 1.1 The name of this organization shall be Texas Intercity Football, Incorporated.
- 1.2 This Corporation is organized in compliance with the Texas nonprofit Act of 1962.
 - 1.2.1 All franchised member organizations, hereafter referred to as Booster Clubs and Conferences, shall be organized in compliance of this Act.
- 1.3 This Corporation shall hereafter be referred to as TIFI, TIF or the Corporation.
- 1.4 This Corporation shall not discriminate in any way due to race, color, creed or sex.
- 1.5 The geographical boundaries of the Corporation shall be determined by the TIFI Executive Board of Directors each year.

Article II

OBJECTIVES AND RESPONSIBILITIES

- 2.1 The objectives of TIFI include the promotion of sportsmanship among youth and the development of young minds through a program of athletics.
- 2.1.1 This program shall provide every eligible applicant an opportunity to participate and compete in very competitive event within the schedule of this program.
- 2.2 It shall be the responsibility of TIFI to ensure that the individual Conferences assist and coordinate the activities of the various Booster Clubs that comprise the respective Conferences.

Article III

STRUCTURE

- 3.1 This Corporation shall be comprised of all authorized Conferences and local Booster Clubs properly franchised by TIFI.
- 3.1.1 Each Conference and each Booster Club must be organized in compliance with the Texas nonprofit Act of 1962.
- 3.2 The number of Conferences in TIFI shall be determined by TIFI.
- 3.2.1 The number of Booster Club memberships in an authorized Conference shall be determined by that Conference; however, the minimum number shall be

Corporate Bylaws
four (4).

3.2.2 The Conference name shall be selected by the Conference Board of Representatives subject to approval by TIFI. It shall be preceded by the name of this Corporation, Texas Intercity Football, Inc.

Article IV

MEMBERSHIP

- 4.1 It shall be within the authority of the individual Conferences to issue franchise applications to any group organized within the framework of TIFI for the purpose forming or operating a Booster Club.
- 4.2 Membership in this Corporation shall include all Booster Clubs franchised through a TIFI Conference.
- 4.2.1 Membership in a Conference shall be determined by that Conference and shall require a two-thirds (2/3) majority vote by that Conference.
- 4.2.2 Written poll, not vote, shall be held annually by the Conference.
- 4.2.3 A booster club may be removed by two-thirds (2.3) vote of the Board of Representatives.
- 4.2.4 A franchised Club may transfer Conference affiliation by obtaining a two-thirds majority approval from the Board of Representatives of each of the two Conferences involved.
- 4.3 TIFI franchise applications for all member Booster Clubs must be submitted requires a two-thirds majority approval by the Conference Board of Representatives for acceptance.

- 4.3.1 A copy of the TIFI franchise form shall be provided by the Corporation for each member Club in the Conference.
- 4.4 Club franchise fees shall be established by the respective Conference each year based on the Conference operating budget and financial assets at that time. The fee shall be identical for each Club in the Conference.
 - 4.4.1 Due dates for Franchise Fees shall be determined by the respective Conference.
- 4.5 In order to cover financial liabilities, the Conference shall assess each Conference equally. Such assessment may be made at anytime the situation warrants. Any assessments to cover predetermined expenditures will be made during the first month of the fiscal year. It shall be a Corporate goal to maintain a zero cash balance removing the necessity of a checking account.
 - 4.5.1 One and only one checking account will be established if, and when, the Corporate financial situation and cash flow warrants. This will be determined by the Corporate Executive Board of Directors. Any such account shall require at least two (2) authorized signatures; one being the Corporate Treasurer. As many as four (4) TIFI Executive Board members should be authorized to co-sign Corporate checks; however, under no circumstances shall two (2) members of the same household receive this signature authority.

Under no circumstances will a check be made payable to "Cash." All Corporate checks must be made payable to a person, business or organization by name.

- 4.5.2 Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article V

GOVERNMENT

- 5.1 The government of TIFI shall be under the supervision and control of the Executive Board of Directors.
 - 5.1.1 Each TIFI Conference shall, at its annual organizational election meeting, elect by majority vote in quorum session, one (1) representative to serve on the TIFI Corporate Executive Board for a period of two (2) years. Each Conference has the reserve right and duty to exercise a single (1) vote.
 - 5.1.2 The Conference President may appoint an individual to fill the unexpired term of a representative who resigns before term expiration. A simple majority of the Conference Board in quorum, session must concur with said appointment.
 - 5.1.3 Each Conference shall operate in accordance with their Bylaws but shall not operate in conflict with the Bylaws of the Corporation.
 - 5.1.4 The Corporation will recognize those Conference officers and representatives as they are submitted to the TIFI Secretary on Conference organizational forms. These forms shall include the full names of each Booster Club in the Conference.
- 5.2 The fiscal year of the Corporation shall be the calendar year.
- 5.3 Roberts Rules of Order shall govern the proceedings of all meetings of the Executive Board of Directors except where same conflict with Corporate Bylaws.

Corporate Bylaws

5.4 The TIFI Executive Board of Directors shall hold its annual election meeting during April. Officers shall be elected at that time. The term of office shall commence April 15 and terminate April 14.

5.4.1 The TIFI President may call other meetings by notifying all Conference Presidents and TIFI Officers.

5.5 A quorum of the Executive Board shall consist of a simple majority of the Board membership. No business may be transacted unless such a quorum is present.

5.6 No person shall hold more than one (1) elected office within a Conference.

5.6.1 Any elected or appointed Conference official may hold an elected or appointed position at Corporate level except as noted in Article 5.9.

5.7 No person within a Conference shall hold an elected or appointed office and a coaching position simultaneously.

5.8 No Corporate officer, Conference Official, or local Booster Club executive Board member other than Club Athletic Director and Drill Director may coach a team.

5.9 The Corporate Officers shall be comprised the following:

President

At least one (1) Vice President

Secretary

Treasurer

5.9.1 The offices of Secretary and Treasurer may be held by the same person.

5.9.2 The President shall appoint one of the Officers to serve as Parliamentarian.

5.10 Duties of each Officer shall be as follows:

President - The President shall act as Chairman of the Board at all TIFI Board meetings and will act as the tiebreaker on any and all tie votes. This person shall have the authority to coordinate and regulate all publicity with any financial attachment by any media designed to extend beyond the boundaries of a local Conference but within Corporate boundaries.

First Vice President - The first Vice President shall assume the duties of the President in the event of absence of the President.

Other Vice Presidents - These Vice Presidents shall be appointed by the President and given sequentially numbered Vice President positions, e.g., Second Vice President. Etc. Specific duties for each position shall be assigned by the President.

Secretary - The Secretary shall act as recording secretary at all Corporate Board meetings. This person shall keep an up-to-date roster of all Board members and shall supply a copy of the minutes and roster to all Board members. The Secretary shall maintain an up-to-date roster of all Conferences and their respective Booster Clubs.

Treasurer - The Treasurer shall be the custodian of any and all Corporate funds. All monies of the Corporation shall be deposited in any bank designated by the Executive Board. Disbursements of Corporate funds shall be the responsibility and duty of the Treasurer and President. The Treasurer shall provide financial reports covering all Corporate monies at all Corporate Board meetings.

Aggregate disbursements exceeding one hundred dollars (\$100) with the exception of those fixed amounts stated in the annual budget previously approved for the operation of the Corporation by the Board shall be subject to review and approval by the Board prior to disbursement. The Treasurer shall propose a method for Conference assessment to acquire the necessary funds.

5.10.1 Bonding - Bonding is not compulsory.

Corporate Bylaws

- 5.11 The term of office for all elected members of the Corporate Executive Board except the President shall be two (2) years beginning April 15 and ending April 14. The President's tenure shall be for a term of three- (3) years. All members of the Corporate Executive Board shall be eligible for reelection. The term of office for appointees is for that one (1) year.
- 5.12 The tenure of all Officers as stipulated above is, at the adoption of these Bylaws, in compliance with the Texas nonprofit Act of 1962. If at any time adoption of new tenures of office or any other modification be enacted into subject Act, it is hereby stipulated that the framework of the tenure of office as stipulated or any other article or subsection of these Bylaws shall conform immediately and automatically to such acts or procedures as may be adopted by the Legislature of the State of Texas.
- 5.13 The Corporation President may be removed from office by petition from four-fifths of the Corporate Executive Board.
- 5.14 Creation of a new Representative position or filling an existing vacancy will be by appointment by the President and ratification by a simple majority vote of the Corporate Board in quorum session.
- 5.15 The current Texas Intercity Football, In. Rules and Regulations Manual shall become a part of these Bylaws. This Official Manual shall take precedence over any conflict or interpretations of these Bylaws.

Article VI

COMMITTEES

- 6.1 The President shall appoint a person to chair all committees. After appointment, this person shall select, subject to Board approval, two (2) or more members to serve on the committee.

6.2 The President shall act as ex-officio member on all committees.

Article VII

PENALTIES

- 7.1 Penalties for violation of the rules and regulations contained in these Bylaws and the Conference Bylaws shall be determined by the respective Conference. The Conference shall also enforce the rules and regulations in fairness to all members of TIFI.
- 7.1.1 The Conference Board may assess penalties of any nature, including franchise cancellation, for violations of any rules or regulations contained in the Corporate or Conference Bylaws or the Corporate Articles of Franchising.
- 7.1.2 All violations of Conference Bylaws must be reported to the Conference President, Athletic Director or Drill Director for Investigation.
- 7.1.3 Recommendations for disciplinary measures resulting from the investigation shall be presented to the Conference Board. Any infraction of the rules or willful intent to infringe on the ideals and concepts of TIFI shall be reported to the Conference Athletic Director or Drill Director as an appropriate.
- 7.2 The Corporation shall accept the decision of the Conference when said decisions are in agreement with these and Conference Bylaws. TIFI shall intervene only when a conflict is encountered between the Bylaws of the Conference and those of the Corporation.

Article VIII

AMENDMENTS

- 8.1 These Bylaws and any section thereof may be amended or updated by a two-thirds majority vote of the Corporate Executive Board in quorum session at any duly constituted meeting provided a copy of the proposed is mailed or otherwise delivered to the eligible voting members at least thirty (30) days prior to disposition.
- 8.1.1 Bylaws of the Conference shall be the responsibility of the respective Conference Board subject to approval by the TIFI Board.
- 8.1.2 The Rules and Regulations Manual, which becomes a part of these and all Conference Bylaws, shall be the responsibility of the Conference. TIFI shall intervene in changes to this Manual only when a change can not be mutually acceptable to all Conferences.
- 8.1.2 Proposed Changes to the Rules and Regulations can not be implemented until after approval is obtained from all Conferences. The Conference voting membership must be notified by mail or otherwise in print at least twenty (20) days prior to disposition. The Conferences shall be notified of changes upon receipt and review of the following edition of the Manual.

Article IX

DISSOLUTION PROVISION

- 9.1 Upon dissolution of the Corporation, the Corporation shall, after paying or

making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Corporation shall determine. Any such assets not so disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article X

FINANCIAL PROVISION

10.1.1 NO part of the gross income, net earnings or accumulated assets of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, paragraph 5.2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Corporate Bylaws
Revenue Law).

Corporate Bylaws

Addendum 1

03-Dec-87

TEXAS INTERCITY FOOTBALL, INC.

The foregoing TIFI Corporation bylaws have been updated and were adopted by a two-thirds (2/3) majority vote at a TIFI Corporate Executive Board meeting in quorum session held this _____ day of _____, 20_____.

Amendments incorporated by this update were adopted by quorum pursuant to Article VIII at meetings of its Executive Board and are recorded in minutes of said meetings held:_____.

We hereby certify that none of these amendments affect TIFI's State approved Articles of Incorporation originally approved by the Comptroller of the State of Texas September 19, 1972 and then, as amended and approved September 17, 1981.

Lee Giddens
President

Bob Faughtenbery
Executive Vice President

Mike Jones
Ancillary Vice President (II)

Annetta Belvin
Ancillary Vice President (III)

Tina Jobe
Ancillary Vice President (IV)

Bruce Harlan
Ancillary Vice President (V)

Open
Ancillary Vice President (VI)

Cheryl Davis
Secretary

Cathy Jones
Treasurer

Charmaine Garner
Assistant Treasurer

Glen Bedingfield
Athletic Director

Stephanie Porter

Ellery Davis

Corporate Bylaws
Drill Director

Assistant Athletic Director

Deborah Kelley
Cheer Director

Rusty Mann
Head Official

Tony Hardeman
Assistant Head Official

Ken Kaufman
Registration

APPROVED BYLAWS

for

TEXAS INTERCITY FOOTBALL, INC., GULF-COAST CONFERENCE

Article I

NAME

- 1.1 The name of this organization shall be Texas Intercity Football, Inc., Gulf-Coast Conference.
- 1.2 This Conference shall be organized in compliance with the Texas Non-Profit Act of 1962.
 - 1.2.1 All franchised member organizations, hereafter referred to as Booster Clubs, shall likewise be organized in compliance with this Act.

- 1.3 The Gulf-Coast Conference shall not discriminate in any way due to race, color, creed or sex.
- 1.4 The Gulf-Coast Conference shall hereafter be referred to as the Conference.
- 1.5 Texas Intercity Football, Inc. shall hereafter be referred to as TIFI, TIF or the Corporation.

Article II

OBJECTIVES AND RESPONSIBILITIES

- 2.1 The objectives of this Conference shall be the same as TIFI's.
- 2.2 It shall be the responsibility of this Conference to assist and coordinate the activities of the various franchised Booster Clubs that comprise this Conference.

Article III

STRUCTURE

- 3.1 This Conference shall consist of all approved Booster Clubs, which are properly franchised by TIFI for this Conference.
- 3.2 The number of Booster Club memberships in this Conference shall be determined by the Conference; however, the minimum number shall be four

Article IV

MEMBERSHIP

- 4.1 It shall be within the authority of this Conference to issue franchise applications to any group organized within the framework of TIFI for the purpose of forming and operating a TIFI Booster Club.
- 4.2 For any Booster Club to be an eligible member, an application form shall be submitted to the Conference Board in quorum session and must sustain a two-thirds majority for acceptance. A current copy of the Club's Bylaws must accompany the application if not on file with the Conference.
- 4.3 A booster club may be removed by two-thirds (2/3) vote of the Board of Representatives.
- 4.4 Franchise fees shall be based on an amount established by the Conference and TIFI each year. Not later than May 30, each year, a minimum payment of ten (10) percent (or \$100.00, whichever is greater) of the "per Booster Club" share of the approved budget is due. Any remaining amount of the pro-rata fee is payable on or before the tenth day following the official Conference uniform issue day.
- 4.5 This Conference is subject to assessment by TIFI to cover pro-rata financial liabilities of the Corporation. Said assessment and payment thereof shall be in compliance with Article 4.5 of the Bylaws of Texas Intercity Football, Inc.
- 4.6 This Conference and all member Booster Clubs franchised by Texas Intercity Football, Inc. shall be organized exclusively for charitable, religious,

educational, and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article V

GOVERNMENT

- 5.1 The government of this TIFI Conference shall be under the supervision and control of the Conference Board of Directors, a governing body composed of a Board of Representatives and an Executive Board of Directors.
 - 5.1.1 The Board of Representatives is composed of equal representation from each member Booster Club in good standing. Each Club's President and as many as two (2) Conference Representatives are recognized as having between them the right and responsibility to exercise a single (1) vote on behalf of the Booster Club.
 - 5.1.2 Each Club's President, having overall responsibility for that Club is recognized as its representative at all times including Conference organizational meetings.
 - 5.1.2.1 In the President's absence at any Board meeting, the Club's senior Conference Representative in attendance is recognized.
 - 5.1.2.2 The Club's President (or senior Representative) may orally relinquish Club privileges for that meeting to either elected Representative in attendance.

- 5.1.2.3 In the event none of the Club's official Representatives as described herein are able to attend an official Conference Board meeting, the Club's President or its Executive Committee may, in writing to this Conference Board, appoint a proxy from among the members of their Executive Committee to act in their behalf at said meeting.
- 5.1.3 Annually, each Booster Club appoints or designates two (2) of their elected Executive Committee Directors to serve on the Conference Board of Representatives in addition to their normal responsibilities. Consistent with these, and Club Bylaws, any post-election vacancy may be filled pursuant to Club Bylaws.
- 5.1.4 Each Booster Club operates in accordance with the Club's Bylaws on file with this Conference except cases of conflict with these or TIFI Corporate Bylaws where the higher authority takes precedence.
- 5.1.5 This Board recognizes only those elected and appointed Club Officers, Directors and Representatives currently identified on its approved franchise application and any official amendments executed.
- 5.1.6 The Conference Executive Board of Directors is comprised of the elected and appointed officers described in Articles 5.9 and 5.10, below.
- 5.2 The fiscal year of the Conference shall be the calendar year.
- 5.3 Roberts Rules of Order shall govern the proceedings of all meetings of the Board except where it conflicts with Conference Bylaws.
- 5.4 The Conference Board shall hold its annual election meeting during March. Presidential appointees shall be ratified by the Conference Board at the March meeting.

- 5.5 A quorum of the Conference Board shall consist of a simple majority of the Board membership provided the voting membership of two-thirds of the Booster Clubs is included therein. No Conference business may be transacted unless such a quorum is present.
- 5.5.1 A monetary penalty of twenty-five dollars (\$25.00) shall be automatically assessed any Booster Club for failure to be officially represented at any official Conference meeting. All Club voting privileges are suspended until said assessment is paid. This includes Drill Workshops (1 certified coach) ,football workshops (1 certified per team) Freshman, Sophomore, Junior and Senior..
- 5.6 No person shall hold more than one (1) elected or appointed position within this Conference except as defined in Article 5.9.1, below.
- 5.6.1 Any elected or appointed Conference official may hold an elected or appointed position on the TIFI Corporate Executive Board of Directors.
- 5.7 No person shall hold a coaching position and an elected or appointed office within the TIFI Corporation simultaneously.
- 5.8 A booster club may be removed by two-thirds (2/3) vote of the Board of Representatives.
- 5.8 Officers of this TIFI Conference shall be:
President
Executive Vice President [I]
Other Vice Presidents as needed
Secretary
Treasurer
Voting members must not exceed 75%.
- 5.9.1 The offices of Secretary and Treasurer may be held by the same person.

5.9.2 The president shall appoint one of the Vice Presidents to serve as Parliamentarian.

5.10 The duties of each office shall be as follows:

President - The President shall act as Chairman of the Conference Board at all Board meetings of this Conference. The President will act as tiebreaker on any and all tie votes, The President shall have the authority to coordinate and regulate all publicity with any financial attachment by any media designed to extend beyond the boundaries of a local Booster Club but within the Conference boundaries.

Executive Vice President - The First Vice President shall assume the duties of the President in the President's absence; shall be responsible for Conference awards; and, shall have the authority to disburse Conference funds in the absence of the Treasurer or President.

Ancillary Vice President (II) - This Vice President shall coordinate production and distribution of the annual Conference Yearbook if any and shall be responsible for Punt, Pass & Kick, if conducted.

Vice President in charge of Athletic Programs - This Vice President shall be appointed by the President and will perform the functions of the Conference Athletic Director for a period of one (1) year.

Vice President in charge of Drill Team Programs - This Vice President shall be appointed by the President and will perform the functions of the Conference Drill Director for a period of one (1) year.

Ancillary Vice Presidents - Any Ancillary Vice President may be elected by the Conference Board at any time to assume specific duties assigned by the Board. These Vice Presidents shall be given sequentially numbered positions commencing with Third Vice President.

Secretary - The Secretary shall act as recording secretary at all Conference Board Meetings. The Secretary shall keep an up-to-date roster of all member of the Conference Board of Representatives and shall supply a copy of minutes and a copy the roster of the roster to all Conference Board members. An up-to-date roster of all franchised Booster Clubs with their respective Club Officers shall be maintained by the Secretary for the Conference and TIFI.

Treasurer - The Treasurer shall be the custodian of all funds of the Conference. All monies of the Conference shall be deposited in any designated bank selected by the Conference Board. This checking account, one and only one checking account, shall require at least two (2) authorized signatures; one being the Conference Treasurer. As many as four (4) Conference Executive Board members should be authorized to co-sign Conference checks; however, under no circumstances shall two (2) members of the same household receive this signature authority.

Under no circumstances will a check be made payable to "Cash". All Conference checks shall be made payable to a person, business or organization by name.

Aggregate disbursements exceeding one hundred dollars (\$100.00) with the exception of those fixed amounts stated in the annual budget previously approved by the Conference Board for the operation of the Conference shall be subject to prior approval by the Board before disbursement.

The Treasurer shall provide financial reports covering all Conference monies at all Board Meetings.

The Treasurer shall produce the proposed fiscal budget for review and adoption at the March Conference meeting.

The Treasurer shall as insurance representative/administrator for the Conference.

Director in charge of Game Officials - This Director shall perform the functions of the Conference Head Official and shall be a registered football official in good standing in the Southwest Football Officials Association (SFOA).

5.10.1 Bonding - Bonding is not compulsory.

5.11 The aforementioned elected officers, excluding the President, shall hold office for a term of two (2) years. The President's tenure shall be for a term of three (3) years. All elected officers shall be eligible for reelection. The term of office for Presidential appointees is one (1) year. All appointees shall be eligible for reappointment.

5.11.1 The term of office for all elected officers commences with the announcement of the results of the Conference general election. The term office ends with the announcement of the election results at the end of their specified tenure.

5.11.2 The term of office for all Presidential appointees as defined above is one (1) year commencing with Conference Board ratification of said appointment and ends at the following Conference general election.

5.11A The Vice Presidents and Secretary /Treasurer shall be elected as following:

Odd Years:

Odd numbered Vice Presidents and Treasurer

Even Years:

Even numbered Presidents and Secretary

Odd Years:

Secretary? Treasurer if one person

- 5.12 The tenure of all Officers as stipulated above is, at the adoption of these Bylaws, in compliance with the Texas Non-Profit Corporation Act of 1962. If at any time adoption of new tenures of office or any other modifications be enacted into subject Act, it is hereby stipulated that the framework of the tenure of office as stipulated or any other article or subsection to these Bylaws shall conform immediately and automatically to such acts or procedures as may be adopted by the legislature of the State of Texas.
- 5.13 The Conference President may be removed from office by petition from four-fifths of the Conference Board.
- 5.14 Creation of a new Conference Board position or filling of an existing vacancy will be by appointment by the President and ratification by a simple majority vote of the Conference Board.
- 5.15 The current Texas Intercity Football, Inc. Rules and Regulations Manual shall become a part of these Bylaws. This official manual shall take precedence over any conflict or interpretation of these Bylaws.

Article VI

COMMITTEES

- 6.1 The President shall appoint a person to chair all committees. After appointment, this chairperson shall select, with the approval of the Conference Board, two (2) or more members to serve on said committee.
- 6.2 The President shall act as an ex-officio member on all committees.

Article VII

PENALTIES

- 7.1 This Conference Board may assess penalties of any nature, including franchise cancellation, for violation of any rule or regulation contained in these Bylaws, TIFI Corporate Bylaws or the Articles of Franchising on TIFI's Corporate Franchise Form.
- 7.2 All violations of Conference Bylaws must be reported to the Conference President, Athletic Director or Drill Director, as appropriate, for investigation.
- 7.2 Recommendations for disciplinary measures resulting from an investigation shall be presented to the Conference Board. Any infraction of the rules and regulations or willful intent to infringe on the ideals and concepts of TIFI shall be reported to the Conference Athletic Director or Drill Director.

Article VIII

AMENDMENTS

- 8.1 These Bylaws and any section thereof may be amended or repealed by a simple majority vote of the Conference Board in quorum session at any duly constituted meeting provided written notice of such proposed changes are mailed or otherwise delivered to each member of the Conference Board of Directors at least twenty (20) days prior to the meeting at which said proposed changes shall be submitted to vote.
 - 8.1.1 Bylaws of member Booster Clubs shall be the responsibility of the respective Clubs and are subject to approval by this TIFI Conference Board.

Article IX

DISSOLUTION PROVISION

- 9.1 Upon the dissolution of the Conference, the Conference shall, after paying or making provision for the payment of all liabilities of the Conference, dispose of all of the assets of the Conference exclusively for the purposes of the Conference in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Conference shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Conference is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X

FINANCIAL PROVISION

- 10.1 No part of the income or assets of this Conference or parent Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, paragraph 4.6 hereof. No substantial part of the activities of the Conference shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conference shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Conference shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the

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Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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Addendum 2

08-March-2001

TEXAS INTERCITY FOOTBALL, INC.

We, The Board of Representatives of Texas Intercity Football, Inc., _____ Conference, in quorum session have this _____ day of _____ 20_____, witnessed the signing of the updated Bylaws of Texas Intercity, Inc., by its President, Lee Giddens and Secretary Cheryl Davis. These updated Conference Bylaws reflect amendments adopted by at least two-thirds quorum vote as recorded in the minutes of Conference meetings.

_____	for Clear Lake Space Raiders
_____	for La Porte Cowboys Booster
Club	
_____	for La Porte Texans Booster
Club	
_____	for Bay Area Sharks Booster
Club	
_____	for Dickinson Gators Booster
Club	
_____	for Pasadena Bears Booster
Club	
_____	for Alvin Yellow Jackets
Booster Club	
_____	for Galveston Hurricane

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Booster Club

_____ for Deer Park Rams Booster
Club
_____ for Deer Park Tiger Booster
Club
_____ for Nasa Falcons Booster Club
_____ for La Marque Tigers Booster
Club
_____ for S. Houston Wildcats
Booster Club
_____ for Friendswood Colts Booster
Club
_____ for League City Cougars
Booster Club
_____ for Barbers Hill Booster Club
_____ for Hitchcock Red Raiders Booster
Club

_____ Conference President
_____ Conference Executive Vice President
_____ Conference Ancillary Vice President
(II)
_____ Conference Ancillary Vice President
(III)
_____ Conference Ancillary Vice President
(IV)
_____ Conference Ancillary Vice President
(V)
_____ Conference Ancillary Vice President (VI)
_____ Conference Secretary
_____ Conference Treasurer

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- _____ Conference Assistant Treasurer
- _____ Conference Dir. Athletic Programs
- _____ Conference Asst. Dir. Athletic Programs
- _____ Conference Dir. Drill Team Programs
- _____ Conference Dir. Cheer Programs
- _____ Conference Dir. Game Official
- _____ Conference Asst. Dir. Game Official
- _____ Conference Dir. Registration

County of { }

BEFORE ME, a notary public, on this day personally appeared

known to me to be the persons whose names are subscribed to the foregoing instrument, and being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE
this _____ day of _____, A.D.,
20_____.

Notary Public in and for _____ County, Texas

TEXAS INTERCITY FOOTBALL, INC.

TIFI BOOSTER CLUB BYLAWS

for

Texas Intercity Football, Inc.,

_____Booster Club.

Article I

NAME

Section 1 The full, legal name of this organization to be used in all tax and legal matters outside TIFI and its Conference is:

Texas Intercity Football, Inc., _____

_____ Booster Club.

Failure to use this full legal name could result in tax or legal inquiries.

Section 2 This Booster Club is a member of the _____

Conference, Texas Intercity Football, Inc., competing in the _____ Football League.

Section 3 This Booster Club _____ incorporated under the Laws of the State of Texas as a Non-Profit Corporation. Our Texas Charter Number is _____.

Article II

PURPOSE

Section 1 The purpose of this Club shall be:

- A) To teach and instruct fundamentals of football to our youth providing them with necessary instruction by which they can better understand the game of football;
- B) To provide necessary equipment and recreational facilities by which our young can utilize their natural abilities and to develop athletically;
- C) To impart to young minds the necessary ingredients by which athletic competition can be fostered in any and all types of sports;
- D) To further provide a training ground for good sportsmanship;
- E) To provide the community with a program by which our young can develop a spirit of tradition; and,
- F) To provide the necessary ingredients for our youth to develop better communications between themselves and adults through competitive sports.

Section 2 This Club shall be a Non-Profit organization.

Section 3 This Club shall not discriminate in any way due to race, color, creed or sex.

Article III

MEMBERSHIP

- Section 1 The regular membership of this organization shall be limited to adults who are, or have in the past been, parents or guardians of the members of the various teams, namely, freshman, sophomore, junior, senior or, drill team.
- Section 2 Also eligible for regular membership shall be such adults as this Club may appoint to assist the teams.
- Section 3 Regular membership may also be granted to such persons as may request membership. Such persons shall be elected by a majority vote at a regular or special meeting.
- Section 4 Honorary memberships may be granted to any person by majority vote of this Club at a regular or special meeting. Honorary members shall not hold office.
- Section 5 No regular or honorary member shall be considered in good standing unless a monetary donation has been made for the current year as provided for in Article IV, Section 11 of these Bylaws.
- Section 6 The Club may reject any applicant for membership by a majority vote at any regular or special meeting.
- Section 7 All regular members in good standing shall be entitled to vote in general meetings, hold office and participate in all activities (except as noted in Article III, Section 4 of these Bylaws).
- Section 7.1 The Executive Committee approves all football Coaches' Applications

through Presidential signature on applications submitted to the Conference Athletic Director. Drill Team Directors, assistants, coaches and junior coaches likewise require Club and Presidential approval of applications submitted to the Conference Drill Director.

Section 8 This Booster Club is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

GOVERNMENT

Section 1 Roberts Rules of Order shall be the parliamentary authority for procedures not specifically covered by this Constitution and Bylaws. The President shall annually appoint a parliamentarian.

Section 2 The elected officers of this Club shall be President, Vice President, Secretary and Treasurer.

Section 3 All officers' terms of office shall be one year beginning the date of the election following tabulation and announcement of the results.

Section 4 The President shall fill for the unexpired term, by appointment, any vacancies in office, which may occur. Each appointment shall be subject to ratification by a simple majority vote of the Executive Committee.

Section 5 Any member of the Executive Committee (Section 12) missing three (3) consecutive meetings shall be subject to removal as a member of the Executive Committee by a two-thirds vote of the Executive

Committee in quorum session. The President shall bring such absence to the attention of the absent individual and the Committee.

Section 6 A Head Coach/Athletic Director, Player Agent Equipment Manager, and a Drill Team Director where a Drill Team exists, shall be appointed by the President and ratified by the Executive Committee annually.

Section 7 There shall be five (5) elected Directors. Annually, after the Club's charter season, three (3) Directors shall be elected; two (2) shall be elected to two-year terms and one (1) to a one-year term. Two of our five Directors shall be appointed to serve on our parent TIFI Conference Board of Representatives where they, with our President, shall have between them a single voice, a single vote. One (1) Director shall be appointed Senior Conference Representative.

Section 7.1 It is understood that TIFI Conference protocol for Booster Club representation for all Conference business is (a) Club President, (b) Senior Conference Representative, (c) Junior Conference Representative and then, (d) any Club Committee appointed proxy.

Section 7.1.1 Any time all three elected Conference Representatives are unable to attend a Conference meeting, the Committee may, in writing, appoint a proxy for that meeting from among our Committee members.

Section 7.1.2 It is understood that this Club shall be assessed a monetary penalty of twenty-five dollars (\$25.00) for failure to be officially represented at any Conference meeting. It is also understood that Club voting rights are forfeited while in arrears for this assessment.

Section 8 No person shall hold more than one (1) of the above named elective positions but may, with Executive Committee approval and with written proxy authorization to the Conference Board by the Committee, act as official Conference Representative at a Conference meeting. This privilege may be extended to any Executive Committee

member in good standing.

Section 9 All Officers and Directors shall be eligible for reelection.

Section 10 A quorum for a General Meeting shall be twenty-five (25) members in good standing. A quorum for an Executive Committee Meeting shall be a simple majority of the Committee.

Section 11 An annual monetary donation to this Club in the amount of _____ dollars (\$_____) per family is to be expected.

Section 11.1 All direct costs to football and drill team member's families must be reviewed and dispositioned by this Club's Executive Committee. Only those direct costs, which are compliant with TIFI Bylaws and TIFI Rules and Regulations, may be passed on to the individual family.

Section 12 The Executive Committee shall be comprised of the following thirteen (13) members: President, Vice President, Secretary, Treasurer, Head Coach/Athletic Director, Player Agent, Equipment Manager, Drill Team Director, and five (5) Directors.

Section 13 The Executive Committee shall meet as required with the time and place for such meetings set by the President. Special meetings may be called by the President or, in the President's absence, the Vice President.

Section 14 The President shall be Chairperson of the Executive Committee and the Secretary shall act as the recording secretary for the proceedings.

Section 15 The Executive Committee shall supervise all business of the Club between meetings, determine that all standing and special committees have fulfilled all duties assigned to them, and make recommendations to the Club for conduct of the Club's affairs.

Section 16 The Executive Committee shall appoint a nominating committee comprised of at least five (5) members in good standing. Nominations for Officers and Directors, to be voted on at a General Meeting as soon after the last scheduled regular season game as possible, shall be made by the Nominating Committee, plus nominations from the floor.

Section 16.1 Any post-season event may, in advance, be declared an official meeting by the President for the purpose of conducting any Club business, including elections, provided a quorum is present.

Section 17 The President shall appoint persons to chair each committee. Each appointee will select two (2) or more committee members with Executive Committee approval. The President shall be an ex-officio member of all committees.

Section 17.1 Standing committees for this Club include:

- A. Budget and Finance Committee
- B. Publicity and Public Relations Committee.
- C. Audit Committee.
- D. Such other Committees as from time to time may be needed for conducting this Club's business.

Section 18 The President shall preside at all Club meetings and have general supervision of the affairs of this Club. The President should have the authority to caisson all checks issued by this Club as defined in Article IV, Section 21.1.

Section 19 The Vice President shall assume the duties of President in the President's absence except at official Conference Meetings where elected Conference Representatives are recognized.

Section 20 The Secretary shall keep the records of the meetings, keep a complete membership roster and attend to the necessary correspondence of the Club.

Section 21 The Treasurer shall be custodian of the funds of the Club, which are to be kept on deposit with a bank to be approved by the Executive

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Committee. The Treasurer shall keep an accurate, up-to-date record of the Club's finances, be prepared to submit financial reports to the Executive Committee on request, and submit a complete financial report to the Club at official meetings. The Treasurer shall co-sign all checks issued by the Club. The Treasurer will serve as Chairman of the Budget and Finance Committee or equivalent.

Section 21.1 This Club's checking account (one only) shall require at least two (2) authorized signatures; one being the Club Treasurer. As many as four (4) Executive Committee members should be authorized to co-sign checks; however, under no circumstances shall (2) persons of the same household receive this signature authority. The President should be one of those authorized.

Section 21.2 Under no circumstances will checks be made payable to "cash". All Club checks must be made payable to a person, business or organization.

Section 21.3 All funds raised under and by the Club or members must go through the club treasurer and checking account.

Section 22 The current TEXAS INTERCITY FOOTBALL, INC. Official Rules and Regulations Manual and its Supplement, Drill Team Competition, shall be a part of these Bylaws. This official manual shall take precedence over any conflict or interpretation of these Bylaws. The Manual may be amended by a simple majority of the TIFI Conference Rules Committee in quorum session provide proposed changes are submitted in writing to each Conference voting member at least twenty (20) days prior to disposition. (Re: Section 29 of the TIFI Rules and Regulations Manual).

Section 23 A State of Texas Sales Tax Permit Number is never required for "Texas Sales and Use Tax Exemptions" as stated on the Official Texas Comptrollers' Certificate (01-315); however, for the record, TIFI's taxpayer number is as follows:

"TEXAS INTERCITY" Football, Inc. (Taxpayer # 3-00016-3035-6)

Our Federal Employers Identification Number is registered:
Texas Intercity Football, Inc. (# 23-7434491)

The Federal IRS will allow tax deductions for donations made to this
TIFI Booster Club as follows:

Texas Intercity Football, Inc., _____
(our full Booster Club Name)

Booster Club.

- Section 24 This Club shall submit all financial records annually for audit and will forward a copy of the resulting audit report on the approved format (form), as a minimum, compliant with the Articles of Franchising, Texas Intercity Football, Inc..
- Section 25 Our Club Franchise Application form with a notarized copy of our current Bylaws is due to Conference at its April general meeting. Our term of franchise expires April 15 of the following calendar year.
- Section 25.1 It is understood that this Booster Club will pay all Conference Board approved assessments and premiums due from the previous season before a franchise becomes effective. It is also understood that no Club is eligible for post-season activity if in arrears at the time of the event unless Conference approval is received in advance.
- Section 26 Upon dissolution of the Booster Club, the Club shall, after paying or making provisions for the payment of all the liabilities of the Club, dispose of all assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Club shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Club is then located, exclusively for such purposes or to such

organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article V

AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1 The Constitution and Bylaws of this Club may, by two-thirds majority vote, a quorum being present, be altered or amended at any regular or special meeting held in conformity with the Constitution and Bylaws, provided such change has been submitted in writing and read to the voting membership at a previous duly constituted meeting. Proposed changes shall not be in conflict with the Bylaws of Texas Intercity Football, Inc. or the TIFI Conference. It is understood that Articles, Sections and clauses required as an integral part of these Bylaws by TIFI are not subject to change by this Club.

Article VI

FINANCIAL PROVISION

Section 1 No part of the income or assets of this Booster Club shall inure to the benefit of, or be distributable to, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 8, hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section

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170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).